

**NOTICE OF CLAIMS PURCHASE AGREEMENT**

**TO: THE DEBTOR AND THE BANKRUPTCY COURT**

For value received, the adequacy and sufficiency of which are hereby acknowledged, **HVC CORP.**, through its successors and assigns, **UNIVAR USA** ("Seller") hereby unconditionally and irrevocably sells, transfers and assigns to **AVENUE TC FUND, L.P.** ("Buyer") all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, claims in the aggregate amount of **\$12,786.74** (the "Assigned Claim"), against **W.R. GRACE & CO.** ("Debtor"), the debtor-in-possession in Case No. 01-1139 JFK (the "Case") under Chapter 11 of the Bankruptcy Code (11 U.S.C. §101 et. seq.) (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), and any and all proofs of claim filed by Seller with the Bankruptcy Court in respect of the foregoing claim.

Seller hereby waives any objection to the transfer of the Assigned Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the foregoing claim and recognizing the Buyer as the sole owner and holder of the Assigned Claim. Seller further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of claim, shall be delivered or made to the Assignee.

**IN WITNESS WHEREOF**, the undersigned has duly executed this Agreement by its duly authorized representative dated the 9<sup>th</sup> day of December, 2010.

WITNESS \_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Print Name and Title of Witness)

**UNIVAR USA as successor-in-interest to**

**HVC CORP.**

(Company Name)

\_\_\_\_\_  
(Signature of Corporate Officer)

**JEFFREY SIEGEL - VP / CONTROLLER**

(Print Name and Title of Corporate Officer)

**Avenue TC Fund, L.P.**

By: Avenue TC GenPar, LLC, its general partner

By GL TC Partners, LLC, its managing member

WITNESS \_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Signature of Corporate Officer)